

FEB 26 1993 10:30 AM

INTERSTATE COMMERCE COMMISSION

TRUST INDENTURE SUPPLEMENT
(CONRAIL 1993-3) NO. 1

This INDENTURE SUPPLEMENT (CONRAIL 1993-3) No. 1, dated February 26, 1993 (this "Indenture Supplement"), by and among ERIE LOCOMOTIVE LEASE CO., LTD., a Cayman Islands corporation ("Lessor"), CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (the "Lessee"), and U.S. TRUST COMPANY OF CALIFORNIA, N.A., a national banking association, as Indenture Trustee (the "Indenture Trustee");

W I T N E S S E T H :

WHEREAS, the Trust Indenture and Security Agreement (Conrail 1993-3), dated as of February 26, 1993 (the "Indenture"), by and among the Lessor, the Lessee and the Indenture Trustee, provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof which shall particularly describe the Items of Equipment, by having attached thereto a copy of the Lease Supplement, and shall specifically mortgage the Items of Equipment to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Items of Equipment described in the copy of the Lease Supplement of even date herewith attached hereto and made a part hereof, and a counterpart of the Indenture is attached to and made a part of this Indenture Supplement;

NOW, THEREFORE, in order to secure the prompt payment of the principal of, and premium, if any, and interest on all of the Equipment Notes from time to time outstanding under the Indenture and the performance and observance by the Lessor of all the agreements, covenants and provisions in the Indenture and in the Equipment Notes for the benefit of the holders of the Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Lessor by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowl-

edged, the Lessor, in accordance with the Granting Clause of the Indenture, (i) has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, the property comprising the Items of Equipment described in the copy of the Lease Supplement attached hereto (ii) has sold, assigned, transferred and set over, all of the right, title and interest of the Lessor under, in and to the Lease Supplement of even date herewith, referred to above, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Equipment Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part thereof, and the Indenture is hereby incorporated by reference herein and each is hereby ratified, approved and confirmed.

This Indenture Supplement is being delivered in the State of New York.

This Indenture Supplement may be executed by the Lessor, the Lessee and the Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Lessor hereby acknowledges that the Items of Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof have been delivered to the Lessor and are included in the property of the Lessor, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Lessor has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

ERIE LOCOMOTIVE
LEASE CO., LTD.

By F. J. [Signature]
Title: President

Acknowledged:

CONSOLIDATED RAIL CORPORATION

By [Signature]
Title: Director - Financing

U.S. TRUST COMPANY OF
CALIFORNIA, N.A., as
Indenture Trustee

By [Signature]
Title: Authorized Signatory

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 25 day of February, 1993 before me personally appeared, F. Jan Blaustein to me personally known, who being by me duly sworn, says that she is the President of Elje Locomotive Lease Co., Ltd., that said instrument was signed on February 25, 1993 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Sworn to before me this
25 day of February, 1993.

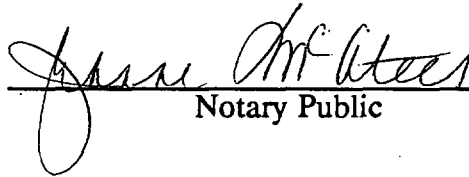
Kathleen Alderfer
Notary Public

STATE OF PENNSYLVANIA :
SS
COUNTY OF PHILADELPHIA:

On this, the 25 day of February, 1993, before me, a notary public, personally appeared Thomas J. McGraw, to me personally known, who being by me duly sworn, says that he is the Director-Financing of Consolidated Rail Corporation, that said instrument was executed on February 25, 1993 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to before me this
25 day of February, 1993

(NOTARIAL SEAL)


Notary Public

My Commission Expires:

Notarial Seal
Jeanne McAteer, Notary Public
Philadelphia, Philadelphia County
My Commission Expires June 10, 1996
Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

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) ss:
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On this 25 day of February, 1993 before me personally appeared, Thomas McCutcheon to me personally known, who being by me duly sworn, says that he is the Authorized Signatory of U.S. Trust Company of California, N.A., that said instrument was signed on February 25, 1993 on behalf of said national association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

Sworn to before me this
25 day of February, 1993

(NOTORIAL SEAL)


Notary Public

My Commission Expires:

Notarial Seal
Jeanne McAteer, Notary Public
Philadelphia, Philadelphia County
My Commission Expires June 10, 1996
Member, Pennsylvania Association of Notaries

CERTIFICATE OF NOTARY PUBLIC

COMMONWEALTH OF PENNSYLVANIA:

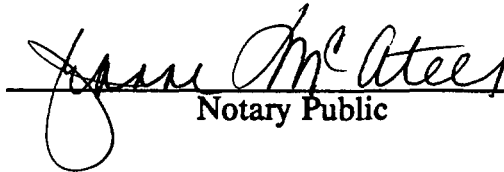
SS

COUNTY OF PHILADELPHIA

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I am a notary public in the Commonwealth of Pennsylvania and I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original.

(NOTARIAL SEAL)


Notary Public

My Commission Expires:

Notarial Seal
Jeanne McAteer, Notary Public
Philadelphia, Philadelphia County
My Commission Expires June 10, 1996
Member, Pennsylvania Association of Notaries